

WEIL, GOTSHAL & MANGES LLP  
Stephen Karotkin (*pro hac vice*)  
(stephen.karotkin@weil.com)  
Ray C. Schrock, P.C. (*pro hac vice*)  
(ray.schrock@weil.com)  
Jessica Liou (*pro hac vice*)  
(jessica.liou@weil.com)  
Matthew Goren (*pro hac vice*)  
(matthew.goren@weil.com)  
767 Fifth Avenue  
New York, NY 10153-0119  
Tel: 212 310 8000  
Fax: 212 310 8007

KELLER & BENVENUTTI LLP  
Tobias S. Keller (#151445)  
(tkeller@kellerbenvenutti.com)  
Jane Kim (#298192)  
(jkim@kellerbenvenutti.com)  
650 California Street, Suite 1900  
San Francisco, CA 94108  
Tel: 415 496 6723  
Fax: 650 636 9251

*Attorneys for Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

CRAVATH, SWAINE & MOORE LLP  
Paul H. Zumbro (*pro hac vice*)  
(pzumbro@cravath.com)  
Kevin J. Orsini (*pro hac vice*)  
(korsini@cravath.com)  
Omid H. Nasab (*pro hac vice*)  
(onasab@cravath.com)  
825 Eighth Avenue  
New York, NY 10019  
Tel: 212 474 1000  
Fax: 212 474 3700

Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**NOTICE OF THIRD AMENDMENT TO  
AMENDED AND RESTATED  
RESTRUCTURING SUPPORT  
AGREEMENT**

**[Relates to Dkt. No. 3992]**

Date: December 4, 2019  
Time: 10:00 a.m. (Pacific Time)  
Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

1       **PLEASE TAKE NOTICE** that, on September 24, 2019, PG&E Corporation and Pacific Gas  
2 and Electric Company, as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-  
3 captioned chapter 11 cases, filed the *Debtors’ Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and*  
4 *Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (i) Authorizing the Debtors to Enter into*  
5 *Restructuring Support Agreement with the Consenting Subrogation Claimholders, (ii) Approving the*  
6 *Terms of Settlement with Such Consenting Subrogation Claimholders, including the Allowed*  
7 *Subrogation Claim Amount, and (iii) Granting Related Relief* [Docket No. 3992] (the “**RSA Motion**”).  
8 A copy of that certain Restructuring Support Agreement, dated as of September 22, 2019, among the  
9 Debtors and the Consenting Creditors parties thereto was attached as Exhibit A to the RSA Motion.

10       **PLEASE TAKE FURTHER NOTICE** that, on November 1, 2019, the Debtors and Requisite  
11 Consenting Creditors entered into that certain Amended and Restated Restructuring Support Agreement  
12 (the “**Amended and Restated RSA**”) a copy of which was filed with the Court as an exhibit to that  
13 certain *Notice of Filing of Amended and Restated Restructuring Support Agreement* [Dkt. No. 4554].<sup>1</sup>

14       **PLEASE TAKE FURTHER NOTICE** that, on November 13, 2019, pursuant to Section 9 of  
15 the Amended and Restated RSA, the Debtors and the Requisite Consenting Creditors agreed to an  
16 amendment of the Amended and Restated RSA extending the deadline to obtain Bankruptcy Court  
17 approval of the Amended and Restated RSA from November 14, 2019, to November 24, 2019 (the “**First**  
18 **Amendment**”). Notice of the First Amendment was filed with the Court on November 13, 2019 [Dkt.  
19 No. 4711].

20       **PLEASE TAKE FURTHER NOTICE** that, on November 18, 2019, pursuant to Section 9 of  
21 the Amended and Restated RSA, the Debtors and the Requisite Consenting Creditors agreed to a second  
22 amendment to the Amended and Restated RSA further extending the deadline to obtain Bankruptcy  
23 Court approval of the Amended and Restated RSA from November 24, 2019, to December 6, 2019 (the  
24 “**Second Amendment**”). Notice of the Second Amendment was filed with the Court on November 19,  
25 2019 [Dkt. No. 4806].

26       **PLEASE TAKE FURTHER NOTICE** that, on December 6, 2019, pursuant to Section 9 of the  
27 Amended and Restated RSA, the Debtors and the Requisite Consenting Creditors agreed to a third  
28 amendment to the Amended and Restated RSA further extending the deadline to obtain Bankruptcy  
Court approval of the Amended and Restated RSA from December 6, 2019, to December 11, 2019.

29       **PLEASE TAKE FURTHER NOTICE** that copies of the RSA Motion and the Amended and  
30 Restated RSA can be viewed and/or obtained: (i) by accessing the Bankruptcy Court’s website at  
31 <http://www.canb.uscourts.gov>, (ii) by contacting the Office of the Clerk of the Court at 450 Golden Gate  
32 Avenue, San Francisco, CA 94102, or (iii) from the Debtors’ notice and claims agent, Prime Clerk LLC,  
33 at <https://restructuring.primeclerk.com/pge> or by calling (844) 339-4217 (toll free) for U.S.-based  
34 parties; or +1 (929) 333-8977 for International parties or by e-mail at: [pgeinfo@primeclerk.com](mailto:pgeinfo@primeclerk.com). Note  
35 that a PACER password is needed to access documents on the Bankruptcy Court’s website.

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<sup>1</sup> Capitalized terms used but not otherwise herein defined have the meanings ascribed to such terms in the Amended and Restated RSA.

Dated: December 6, 2019

**WEIL, GOTSHAL & MANGES LLP  
CRAVATH, SWAINE & MOORE LLP  
KELLER & BENVENUTTI LLP**

/s/ Thomas B. Rupp

Thomas B. Rupp

*Attorneys for Debtors and Debtors in Possession*

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